



First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214  
Tel 847 318-7575  
Fax 847 318-7588

VIA UPS NEXT DAY AIR

RECORDATION NO. 23384 FILED

FEB 23 '01 12-48 PM

SURFACE TRANSPORTATION BOARD

February 21, 2001

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated January 10, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Lansing Grain Company  
2280 Sower Blvd.  
Okemos, MI 48864

A description of the railroad equipment covered by the enclosed document is twenty-five (25) 4750 cubic foot covered hopper cars, with car marks FURX and UMPX (see Exhibit A for exact car numbers).

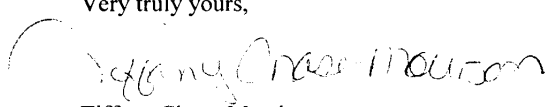
A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Lansing Grain Company, Lessee, covering 25 4750 cubic foot covered hopper cars, with car marks FURX and UMPX (see Exhibit A for exact car numbers).

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Tiffany Chase-Morrison  
Manager of Documentation

Enclosures

(LAGR001)

RECORDATION NO. 23384 FILED

ASSGN. NO. LAGR001

FEB 23 '01 12:41 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10<sup>th</sup> day of January, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Lansing Grain Company ("Lessee"), a Michigan corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 10, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 11, 2001, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

By: T. Morrison  
Name: T. Morrison

Title: Agreement Documentation Executed on this 10<sup>th</sup> day of January, 2001.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

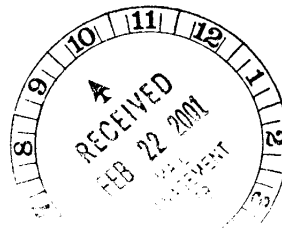
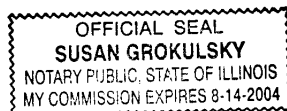
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10<sup>th</sup> day of January, 2001.

Susan Grokulskey  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



LESSEE:

LANSING GRAIN COMPANY

By: [Signature]

Name: Dale R Mayhew

Title: Purchaser

ATTEST:

By: [Signature]

Name: AUFRED F. DUENNER

Title: VP

Executed on this 2 day of JAN, 2001.

[CORPORATE SEAL]

STATE OF MI

COUNTY OF Eaton

I, James R Jenks, a Notary Public of the County and State aforesaid, certify that Dale R Mayhew personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2 day of JAN, 2001.

[Signature]  
Notary Public

Commission Expires:

**JAMES R. JENKS**  
**NOTARY PUBLIC EATON CO., MI**  
**MY COMMISSION EXPIRES Dec 29, 2004**

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF RAILCARS: Twenty-five (25)

DESCRIPTION OF RAILCARS: 4,750 cu. ft. capacity covered hopper cars with gravity gates and trough hatches

CAR NUMBERS: See below:

FURX	4103
FURX	4113
FURX	463145
FURX	463161
FURX	463182
FURX	463202
FURX	463221
FURX	463233
FURX	816128
FURX	823102
FURX	826919
FURX	826945
FURX	827044
FURX	827068
FURX	827074
FURX	827078
FURX	828279
FURX	828287
FURX	828776
FURX	829462
FURX	830789
UMPX	300185
UMPX	482600
UMPX	483476
UMPX	487853
Count:	25